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WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

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RECORDATION NO. _____ FILED 1425

TELEPHONE (202) 663-6000

FACSIMILE (202) 293-0074

293-5929, 429-4930, 429-9855

TELEX 440239 WCPI UI,

892402 WICRNG WSH

ABA NET ABA1354

SOURCE WCP001

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EUROPEAN OFFICE
ARLTON GARDENS
PALL MALL

LONDON SW1Y 5AA, ENGLAND

PHONE 011 (441) 839-4466

FACSIMILE 011 (441) 839-3537

TELEX 8813918 WCP LDN

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

17240

RECORDATION NO. _____ FILED 1425

FEB 26 1991 -11 15 AM

INTERSTATE COMMERCE COMMISSION

February 26, 1991

1-957A057

Dear Mr. Strickland:

\$30.00 filing fee
FEB 26 11 09 AM '91
HOLCOMB

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of two documents: (1) a primary document, not previously recorded, entitled Memorandum of Lease Agreement ("Lease") dated as of February 20, 1991, and (2) a secondary document, not previously recorded, entitled Assignment and Security Agreement ("Assignment") granted as of February 26, 1991.

The parties to the enclosed Lease are:

Chicago Freight Car Leasing Co. - Lessor
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

Nevada Cement Company - Lessee
I-80 East Exit 46
Fernley, Nevada 89408

The said Lease covers the leasing of those certain twenty covered hopper cars as identified therein.

The units of equipment covered by the Lease are those covered hopper cars identified therein, namely, CRDX 9380-9399.

A short summary of the document to appear in the ICC Index is as follows:

"Lease of 20 covered hopper cars, CRDX numbers."

The parties to the enclosed Assignment are:

Consent and J. H. Harrison
- A

Chicago Freight Car Leasing Co. - Lessee/Assignor
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

The CIT Group/Equipment Financing, Inc. - Lessor/Assignee
1400 Renaissance Drive
Suite 400
Park Ridge, Illinois 60068

The said Assignment covers, among other things, the granting of a security interest in and to the above Lease as to the units covered therein.

The units of equipment covered by the Assignment, among others, are those twenty covered hopper cars identified in the above Lease, namely CRDX 9380-9399.

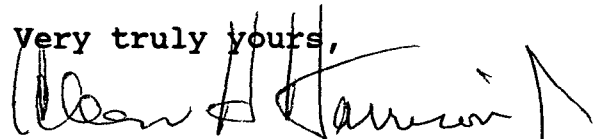
A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in the above Lease of 20 covered hopper cars, CRDX 9380-9399."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the Lease and the Assignment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
The CIT Group/Equipment
Financing, Inc.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

17240
FEB 26 1991 -11:55 AM

MEMORANDUM OF LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT is made as of this 20th day of February, 1991, by and between Chicago Freight Car Leasing Co. ("Lessor"), having its principal offices at One O'Hare Centre, 6250 North River Road, Suite 5010, Rosemont, Illinois 60018 and Nevada Cement Company ("Lessee"), having its principal office at I-80 @ Exit 46, PO Box 840, Fernley, NV 89408

WITNESSETH:

Pursuant to a Lease of Railway Covered Hopper Cars dated June 29, 1990, Lessor has leased to Lessee 20 railcars initialed CRDX and numbered 9380-9399, inclusive.

This Memorandum of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

CHICAGO FREIGHT CAR LEASING CO.

By: Fred R. Sasser
Name Printed: FRED R. SASSER
Its: PRESIDENT

NEVADA CEMENT COMPANY

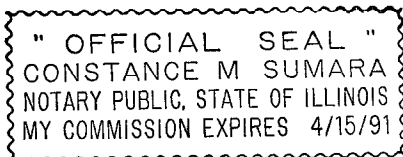
By: J. R. Bremner
Name Printed: J. R. BREMNER
Its: Executive Vice President, Admin.

State of Illinois

County of Cook ss:

On this 22nd day of February, 1991 before me personally appeared Fred R. Sasser to me personally known, who being by me duly sworn, say that (s)he is the President of Chicago Freight Car Leasing Co., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Constance M. Sumara
Signature of Notary Public

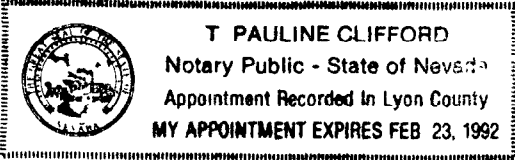
My Commission expires 4/15/91

State of NEVADA

County of LYON ss:

On this 22nd day of February, 1991 before me personally appeared J. R. Bremner to me personally known, who being by me duly sworn, say that (s)he is the Exec VP. Admin. of Nevada Cement Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



T. Pauline Clifford
Signature of Notary Public

My Commission expires 2/23/92